FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005

SEC U	SE ONLY
Prefix	Serial
DATE I	RECEIVED

Filing Under (Check box(es) that apply): Type of Filing: ☐ New Filing ☐	Rule 504 Rule 505 Amendment	⊠ Rule 506	Section RROGESED
	A. BASIC IDENTIFICATION	ON DATA	APR 1 1 2005
1. Enter the information requested about to	he issuer		THOSEON
Name of Issuer (check if this is an ar Sentinel Capital Partners III, L.P.	nendment and name has changed, and indicate	te change.)	FINANCIAL
Address of Executive Offices 777 Third Avenue, 32 nd Floor, No.	(Number and Street, City, State, Zip Code ew York, NY 10017	· 1 ·	hone Number (Including Area Code) 212) 688-3100
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code) Telep	hone Number (Including Area Code)
Brief Description of Business Investing in equity and debt secur	rities of companies.	····	
Type of Business Organization		112 117 1	RECD S.E.C.
☐ corporation☐ business trust	☐ limited partnership, already formed☐ limited partnership, to be formed		ther (please specify):
Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organizat	m or Organization: Month	breviation for State:	ctual Estimated

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

		A. BASIC IDENTII	FICATION DATA		
issuer; • Each executive officer a	suer, if the issuer has naving the power to and director of corp	s been organized within the vote or dispose, or direct the orate issuers and of corpora	e past five years; he vote or disposition of, 10% ate general and managing par		
Each general and mana	ging partner of partr	nership issuers.			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Sentinel Partners III,	•				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
777 Third Avenue, 3	2 nd Floor, New	York, NY 10017			
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Credit Suisse First B	oston				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
11 Madison Avenue,	11th Floor, Nev	v York, NY 10010			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Lobel, David. S.					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
c/o Sentinel Capital 1	Partners, 777 Th	nird Avenue, 32 nd Floo	or, New York, NY 100	17	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Bommer, Eric D.					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
c/o Sentinel Capital l	Partners, 777 Th	nird Avenue, 32 nd Floo	or, New York, NY 100	17	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Coady, James D.					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
c/o Sentinel Capital	Partners, 777 Th	nird Avenue, 32 nd Floo	or, New York, NY 100	17	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
McCormack, John F.					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
c/o Sentinel Capital P	artners, 777 Th	ird Avenue, 32 nd Floo	r, New York, NY 1001	7	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Murphy, Paul F.					
Business or Residence Address		• •			
c/o Sentinel Capital P	artners, 777 Th	ird Avenue, 32 nd Floo	r, New York, NY 1001	7	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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, B. INFORMATION ABOUT OFFERING		
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	Yes	No
2. What is the minimum investment that will be accepted from any individual?	\$5,0	*000,000
* The General Partner may, and has, accepted investments of smaller amounts.		
3. Does the offering permit joint ownership of a single unit?	Yes	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. The General Partner may permit investments of lesser amounts in its discretion.		
Full Name (Last name first, if individual) N/A		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	⊠ All	States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [I [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [O	HI] MS] OR] WY]	[ID] [MO] [PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Offering Price Already Type of Security Sold \$-0-Debt \$-0-\$-0-\$-0-Equity ☐ Preferred Common \$-0-Convertible Securities (including warrants)..... \$-0-\$300,000,000* \$277,524,999* Partnership Interests. Other (specify) \$-0-\$0 \$-0-Total..... \$0 Answer also in Appendix, Column 3, if filing under ULOE. * Includes amounts offered to investors in Sentinel Capital Investors III, LP, a related fund, and to international investors. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$277,524,999* Accredited Investors Non-accredited Investors \$-0-Total (for filings under Rule 504 only) \$-0-Answer also in Appendix, Column 4, if filing under ULOE. * Includes sales to international investors. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Dollar Amount Type of Offering Sold Rule 505..... \$0 Regulation A..... \$0 \$0 Rule 504..... \$0 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees □ \$-0-Printing and Engraving Costs \$5,000

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Other Expenses (identify)

Total

\$300,000

□ \$-0-

\$5,000

\$360,000

b.	and total expenses furnished in respons	gate offering price given in response to Part C se to Part C – Question 4.a. This difference is t	he "adjuste	d	\$29	9,640,000
5.	each of the purposes shown. If the amore check the box to the left of the estimate	ted proceeds to the issuer used or proposed to unt for any purpose is not known, furnish an e.e. The total of the payments listed must equal to response to Part C – Question 4.b above.	stimate and	l		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			<u>\$</u>		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and inst	allation of machinery and equipment		\$		\$
	Construction or leasing of plant but	ildings and facilities		\$		\$
	offering that may be used in exchar	cluding the value of securities involved in this nge for the assets or securities of another issue	r	\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			<u>\$</u>	\boxtimes	\$200,000
	Other (specify): Investment capital	I to be used for the Partnership's investments	🖾	\$2,996,400	\boxtimes	\$296,443,600
				\$		\$
	Column Totals		🖾	\$2,996,400	\boxtimes	\$296,643,600
	Total Payments Listed (column total	als added)			9,640,	.000
		D. FEDERAL SIGNATURE				
folle	owing signature constitutes an undertaking	signed by the undersigned duly authorized per ng by the issuer to furnish to the U.S. Securitied by the issuer to any non-accredited investor	es and Excl	hange Commissio	n, up	on written
ssu	er (Print or Type)	Signature	1	ate		
Sen	tinel Capital Partners III, L.P.	Samo Thur	2	March 26, 2005		
Var	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
		Managing Member of Sentinel Managing (Company II	ILLC General	Partne	er of Sentinel

ATTENTION

Partners III, L.P., General Partner of Issuer

David S. Lobel

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
	presently subject to any of the disqualification provisions	Yes	No ⊠
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in which this notice is fits required by state law.	iled, a noti	ice on
The undersigned issuer hereby undertake issuer to offerees.	s to furnish to the state administrators, upon written request, information	n furnish	ed by the
Limited Offering Exemption (ULOE) of	issuer is familiar with the conditions that must be satisfied to be entitled the state in which this notice is filed and understands that the issuer claim ishing that these conditions have been satisfied.		
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this notice to be signed o	on its beha	alf by the
Issuer (Print or Type)	Signature Date		
Sentinel Capital Partners III, L.P.	March 26, 2005		
Name of Signer (Print or Type)	Title of Signer (Print or Type)		-
David S. Lobel	Managing Member of Sentinel Managing Company III, LLC, General F Partners III, L.P., General Partner of Issuer	Partner of	Sentinel

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

		, ,	3	4 5					
1	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			N/A	-0-	-0-	-0-	- 0-		
AK			N/A	-0-	-0-	-0-	-0-		
AZ		⊠	N/A	-0-	-0-	-0-	-0-		×
AR		\boxtimes	N/A	-0-	-0-	-0-	-0-		×
CA		\boxtimes	N/A	-0-	-0-	-0-	-0-		⊠
СО		×	N/A	-0-	-0-	-0-	-0-		⊠
СТ		×	Partnership interests	2	\$13,000,000	-0-	-0-		⊠
DE		×	Partnership interests	2	\$5,500,000	-0-	-0-		⊠
DC		×	N/A	-0-	-0-	-0-	-0-		☒
FL		×	N/A	-0-	-0-	-0-	-0-		⊠
GA		×	N/A	-0-	-0-	-0-	-0-		Ø
ні		×	N/A	-0-	-0-	-0-	-0-		⊠
ID		\boxtimes	N/A	-0-	-0-	-0-	-0-		⊠
IL		×	Partnership interests	5	\$31,500,000	-0-	-0-		⊠
IN		×	N/A	-0-	-0-	-0-	-0-		☒
IA		Ø	Partnership interests	2	\$2,250,000	-0-	-0-		×
KS		×	N/A	-0-	-0-	-0-	-0-		Ø
KY		×	N/A	-0-	-0-	-0-	-0-		×
LA		×	N/A	-0-	-0-	-0-	-0-		Ø
ME		⊠	N/A	- 0-	-0-	-0-	-0-		☒
MD		⊠	N/A	-0-	-0-	-0-	-0-		Ø
MA		×	Partnership interests	1	\$500,000	-0-	-0-		Ø
MI		×	N/A	-0-	-0-	-0-	-0-		Ø
MN		×	Partnership interests	2	\$15,000,000	-0-	-0-		⊠
MS		⊠	N/A	-0-	-0-	-0-	-0-		⊠
МО		⊠	N/A	-0-	-0-	-0-	-0-		Ø
МТ			N/A	-0-	-0-	-0-	-0-		⊠
NE			N/A	-0-	-0-	-0-	-0-		⊠

APPENDIX

1	Intend to non-ac	ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disquali under Sta (if yes, explana waiver ((Part E-	fication te ULOE attach ation of granted)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV		×	N/A	-0-	-0-	-0-	-0-		⊠
NH		⋈	N/A	-0-	-0-	-0-	-0-		⊠
NJ		×	Partnership interests	3	\$11,500,000	-0-	-0-		
NM		⊠	N/A	-0-	-0-	-0-	-0-		
NY		×	Partnership interests	16	\$102,350,000	-0-	-0-		
NC		×	N/A	-0-	-0-	-0-	-0-		
ND		⊠	N/A	-0-	-0-	-0-	-0-		×
ОН		⊠	Partnership interests	4	\$2,150,000	- 0-	-0-		⊠
ОК		⋈	N/A	-0-	-0-	-0-	-0-		⊠
OR		⊠	N/A	-0-	-0-	-0-	-0-		
PA		⊠	Partnership interests	4	\$3,050,000	-0-	-0-		Ø
RI		⊠	N/A	-0-	-0-	-0-	-0-		⊠
SC		⋈	N/A	-0-	-0-	-0-	-0-		×
SD		⊠	N/A	-0-	-0-	-0-	-0-		⊠
TN		×	N/A	-0-	-0-	-0-	-0-		×
TX			Partnership interests	5	\$19,000,000	-0-	-0-		⊠
UT		⋈	N/A	-0-	-0-	-0-	-0-		
VT			N/A	-0-	-0-	-0-	-0-		Ø
VA		×	N/A	-0-	-0-	-0-	-0-		Ø
WA		×	N/A	-0-	-0-	-0-	-0-		⊠
WV		×	N/A	-0-	-0-	-0-	-0-		⊠
WI		×	N/A	0	-0-	-0-	-0-		
WY		×	N/A	-0-	-0-	-0-	-0-		⊠
PR		×	N/A	-0-	-0-	-0-	- 0-		×